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September 27, 2011

Ian R. McConnel, Esquire
Department of Justice
Carvel State Office Building
820 N. French Street
Wilmington, Delaware 19801

RE: Proposed Affiliation of BCBSD, Inc. ("BCBSD") with Highmark Inc. ("Highmark")

Ian:

I have your letter to Judge Robinson of September 26 regarding the admissibility in the present proceedings of the document entitled "Presentation to the Delaware Department of Justice Regarding the Public Benefit Asset", as well as any testimony premised thereon. In his letter to Mr. Campbell and me of September 21, General Biden makes specific reference to the creation of a foundation funded with \$45,000,000 in BCBSD reserves as "the most effective way" to preserve "Delaware's investment" in BCBSD. So that BCBSD can adequately respond to your letter of September 26, would you please clarify whether it is in fact the DOJ's intention to ask the Hearing Officer to recommend as a condition for approval of the proposed Affiliation the creation/utilization of the referenced foundation or other entity or repository to be funded with BCBSD assets.

Very truly yours,



David S. Swayze

DSS/bfd

cc: See attached service list.

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